

MINUTES OF MEETING HELD MARCH 22, 2017

**THE MEMBERS OF THE BOARD OF DIRECTORS OF THE
WARREN COUNTY LOCAL DEVELOPMENT CORPORATION**

An annual meeting of the Members of the Board of Directors of the Warren County Local Development Corporation (LDC) was held on March 22, 2017 immediately following the Annual Meeting of the Sole Member of the Warren County Local Development Corporation in the Committee Room at the Warren County Municipal Center.

The meeting was called to order by Peter V. McDevitt, Chairman of the Warren County Local Development Corporation, at 12:10 p.m.

The following Directors were present:

Peter McDevitt	Eugene Merlino
Matthew Simpson	Frank Thomas

The following Directors were absent:

Craig Leggett

Others Present:

Ed Bartholomew, CEO, Warren County Local Development Corporation
Jennifer Switzer, CFO, Warren County Local Development Corporation
John Strough, Warren County Supervisor
Ronald Montesi, Warren County Supervisor
Matthew Sokol, Warren County Supervisor
Matt MacDonald, Warren County Supervisor
Mary Kissane, Assistant County Attorney
Kristy Miller, Confidential Secretary to the Warren County Administrator

Chairman McDevitt called the meeting to order. The first order of business was the election of officers. Ms. Switzer advises that as a group the Directors would need to appoint a Vice Chairman, Treasurer, and Secretary. Chairman McDevitt makes a motion to appoint the same officers from 2016. Motion was seconded by Director Merlino. The following motion carried unanimously:

RESOLVED, that the following individuals are hereby elected as officers of the Warren County Local Development Corporation for the ensuing year and until their successors be elected:

Chairman:	Peter McDevitt
Vice Chairman:	Matthew Simpson
Treasurer:	Craig Leggett
Secretary:	Frank Thomas
Assistant Treasurer:	Eugene Merlino

Chairman McDevitt continued with the agenda regarding the appointment of the Professionals Retained and Approved Relationships. Chairman McDevitt appoints EFPR Group of 6390 Main Street, Suite 200, Williamsville, NY 14221, as Certified Public Accountant/Auditor; Brian Reichenbach, Warren County Attorney, as General Counsel; Harris Beach PLLC, as Special Counsel; and Glens Falls National Bank & Trust Company, as the Bank Institution. Motion made by Director Simpson and seconded by Director Merlino. The following motion carried unanimously:

RESOLVED, that EFPR Group, be, and hereby is, designated as Certified Public Accountant/Auditor for the Warren County Local Development Corporation,

and be further

RESOLVED, that Brian Reichenbach, Warren County Attorney, be, and hereby is, designated as General Counsel for the Warren County Local Development Corporation,

and be further

RESOLVED, that Harris Beach PLLC, be, and hereby is, designated as Special Counsel for the Warren County Local Development Corporation,

and be further

RESOLVED, that Glens Falls National Bank and Trust Company, be, and hereby is, designated as the depository of the Warren County Local Development Corporation.

Ms. Switzer explains that the Committee Appointments would have to be made for the Governance Committee and the Audit and Finance Committee advising that the members could remain the same from 2016. Chairman McDevitt appoints Directors Matthew Simpson, Eugene Merlino and Craig Leggett as Members of the Governance Committee and appoints Directors Frank Thomas, Craig Leggett and Matthew Simpson of the Audit and Finance Committee. Motion made by Director Merlino and seconded by Director Thomas. The following motion carried unanimously:

RESOLVED, the following Directors are hereby appointed as Members of the Governance Committee of the Board of Directors:

Matthew Simpson
Eugene Merlino
Craig Leggett

and be further

RESOLVED, that the following Directors are hereby appointed as members of the Audit & Finance Committee of the Board of Directors:

Frank Thomas
Craig Leggett
Matthew Simpson

Chairman McDevitt continued with the agenda on the approval of the Annual Reports. Ms. Switzer explains that the various reports that are required for PAAA (Public Authorities Accountability Act) include the Mission & Measurement Report, the Report on Accomplishments & Projects, the Board Performance Evaluations, and the review and reaffirmation of the Policies as listed in the agenda. She affirms that no changes have been made to these various policies since last year.

Chairman McDevitt asked for a motion to approve the following reports and polices: Mission and Measurement Report, Report on Accomplishments and Projects, Board Performance Evaluations, Policy Governing Use of Discretionary Funds, Compensation, Reimbursement and Attendance, Code of Ethics, Whistleblower, Travel, Defense and Indemnification, and Conflict of Interest. Motion made by Director Thomas and seconded by Director Merlino. The following motion was unanimously carried:

RESOLVED, that the Warren County Local Development Corporation (“LDC”) hereby approves the following reports:

- 1.) Mission and Measurement Report;
- 2.) Report on Accomplishments and Projects; and
- 3.) Board Performance Evaluations.

and be it further

RESOLVED, that the Warren County Local Development Corporation (“LDC”) hereby approves the following policies:

- 1.) Policy Governing Use of Discretionary Funds;
- 2.) Compensation, Reimbursement and Attendance;
- 3.) Code of Ethics;
- 4.) Whistleblower;
- 5.) Travel;
- 6.) Defense and Indemnification; and
- 7.) Conflict of Interest.

and the Chairman of the Warren County Local Development Corporation be, and hereby is, authorized to execute any and all documents as may be necessary to carry out this resolution.

Chairman McDevitt continued with the agenda on the approval of the Investment Report and Guidelines. Ms. Switzer advises similar to Annual Report the Investment Report includes reporting that is filed with the ABO (Authority Budget Office) as well as the guidelines with no changes made during the year to the Investment guidelines.

Chairman McDevitt asked for a motion to approve the Investment Report and Guidelines. Motion made by Director Simpson and seconded by Director Merlino. The following motion was unanimously carried:

RESOLVED, that the Warren County Local Development Corporation (“LDC”) hereby approves the 2016 Investment Report and Guidelines, and the Chairman of the Warren County Local Development Corporation be, and hereby is, authorized to execute any and all documents as may be necessary to carry out this resolution.

Chairman McDevitt continued with the agenda to approve the Procurement Report and Guidelines. Ms. Switzer explains that Procurement Report includes information that has to be in compliance with the PAAA (Public Authorities Accountability Act) as well as the Procurement and Purchasing Policy and the Disposition of Real Property Guidelines. She advises that no changes have been made to these policies throughout the year.

Chairman McDevitt asked for a motion to approve the Procurement Report and Guidelines. Motion was made by Director Thomas and seconded by Director Simpson. The following motion was unanimously carries:

RESOLVED, that the Warren County Local Development Corporation (“LDC”) hereby approves the 2016 Procurement Report and Guidelines, and the Chairman of the Warren County Local Development Corporation be, and hereby is, authorized to execute any and all documents as may be necessary to carry out this resolution.

Chairman McDevitt continued with the agenda on the approval of the Annual Audit Report. Ms. Switzer advises that recommendation from the Audit & Finance Committee for approval of the 2016 Annual Audit Financial Statement has been received and is required to be filed with the ABO (Authority Budget Office) in order to be in compliance with the PAAA (Public Authorities Accountability Act) by April 1, 2017.

Chairman McDevitt asked for a motion to approve the 2016 Annual Audited Financial Statements and the certified Annual Audit. Motion made by Director Thomas and seconded by Director Simpson. The following motion was unanimously carries:

RESOLVED, that the Warren County Local Development Corporation (“LDC”) hereby approves the 2016 Audited Financial Statements and the certified Annual Audit.

As there was no further business to come before the LDC Board, motion was made by Director Merlino to adjourn the meeting, seconded by Director Thomas, and carried unanimously.

Chairman McDevitt adjourned the meeting at 12:15 p.m.

Dated: _____, 2017

Frank Thomas, Secretary